

1                                   **BEFORE THE ARIZONA CORPORATION COMMISSION**

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3 WILLIAM A. MUNDELL  
4 Chairman  
5 JIM IRVIN  
6 Commissioner  
7 MARC SPITZER  
8 Commissioner

9 In the matter of :

10 **DAVID CARROLL LOACH**  
11 2237 E. Virginia Avenue  
12 Phoenix, Arizona 85006  
13 (CRD #1251138)

14 **GARY MILBURN LAHA**  
15 4311 W. Sweetwater Road  
16 Glendale, Arizona 85304  
17 (CRD #2210875)

18 Respondents.

)  
) DOCKET NO. S-03476A-02-0000

)  
) DECISION NO. 65230

)  
) **ORDER TO CEASE AND DESIST,**  
) **ORDER OF REVOCATION,**  
) **ORDER FOR ADMINISTRATIVE**  
) **PENALTY, AND CONSENT TO SAME**  
) **BY: DAVID CARROLL LOACH**

19 Respondent David Carroll Loach ("LOACH") elects to waive permanently any right to a  
20 hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et*  
21 *seq.* ("Securities Act"), with respect to this Order To Cease And Desist, Order of Revocation,  
22 Order for Administrative Penalty, and Consent to Same ("Order"). LOACH admits the jurisdiction  
23 of the Arizona Corporation Commission ("Commission"); admits, only for purposes of this  
24 proceeding and any other administrative proceeding before the Commission or any other agency of  
25 the state of Arizona, the Findings of Fact and Conclusions of Law contained in this Order; and  
26 consents to the entry of this Order by the Commission.

27 **I.**

28 **FINDINGS OF FACT**

29 1. LOACH became a registered securities salesman in Arizona in May 1986. He was  
30 associated with American Express Financial Advisors, Inc. ("Amex") for about 15 years, until

1 August 21, 2001. Since that date, LOACH has not been registered in association with a dealer. His  
2 last known address is 2237 E. Virginia Avenue, Phoenix, Arizona 85006.

3 2. Ecodom Corporation ("Ecodom") is an Arizona corporation, formed on October 17,  
4 1996. At that time, the corporation's name was Airzone International Corporation. It changed its  
5 name to Ecodom Corporation on April 1, 1999. Ecodom was then a promotional stage corporation,  
6 engaged in the business of marketing patented vehicle emission suppression devices. Ecodom's  
7 filings with the Corporations Division of the Commission are current. Ecodom now maintains its  
8 offices at 5151 North 16<sup>th</sup> Street, Phoenix, Arizona 85016.

9 3. In or about late 1998 or early 1999, respondent LOACH agreed to assist Ecodom in  
10 raising capital, to be used by Ecodom to expand its marketing efforts, and otherwise to finance the  
11 company's operations.

12 4. Between August 2, 1999, and July 17, 2001, LOACH offered for sale and sold to  
13 approximately 15 Arizona residents, shares of common stock issued by Ecodom, raising  
14 approximately \$850,000.

15 5. The Ecodom shares constitute securities. Further, such securities were offered for  
16 sale and sold by LOACH within or from Arizona.

17 6. In connection with the sales described above, Ecodom had agreed to pay LOACH  
18 cash commissions in the amount of ten percent (10%) of the dollar amount of securities sold by him.  
19 Ecodom had further agreed to issue shares of common stock to LOACH as additional compensation  
20 for his sales, the number of shares to be based upon a formula applied to the number of shares that  
21 LOACH sold to investors. However, LOACH did not receive compensation in the expected  
22 amounts.

23 7. In total, Ecodom paid LOACH \$6,000.00 as commissions. LOACH immediately  
24 loaned \$6,000.00 to the company. No other cash commissions were paid to LOACH, and no  
25 common stock was issued to LOACH, on account of his selling activity for Ecodom. The \$6,000.00  
26 loan has not been repaid by Ecodom.

8. LOACH neither sought nor received approval from his dealer, Amex, to engage in offering or selling Ecodom common stock.

9. LOACH did not report his sales of Ecodom common stock to Amex, and consequently such sales were not recorded on the books and records of the dealer with which LOACH was associated at the time of the sales.

## II.

## CONCLUSIONS OF LAW

1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona Constitution and the Securities Act.

2. LOACH sold securities, within the meaning of A.R.S. §§ 44-1801(21), and 44-1801(26), and these transactions were not recorded on the books and records of the dealer with which LOACH was associated at the time of the sales, in violation of A.A.C. R14-4-130(A)(17).

3. LOACH's conduct subjects him to an order of revocation pursuant to A.R.S. § 44-1962.

4. LOACH's conduct and consent are grounds for a cease and desist order pursuant to A.R.S. § 44-2032.

5. LOACH's conduct and consent are grounds for an administrative penalty under A.R.S. § 44-2036.

### III.

## ORDER

THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and LOACH's consent to the entry of this Order, the Commission finds that the following relief is appropriate, in the public interest, and necessary for the protection of investors:

IT IS ORDERED, pursuant to A.R.S. § 44-2032, that LOACH, and any of his agents, employees, successors and assigns, shall cease and desist permanently from violating the Securities Act.

1 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that LOACH shall pay an  
2 administrative penalty in the amount of \$7,500.00. Payment shall be made in full on the date of  
3 this Order, in the form of a certified check payable to the "State of Arizona."

4 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-1962, that LOACH's securities  
5 salesman registration is revoked.

6 IT IS FURTHER ORDERED that this Order shall become effective immediately.

7 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

8  
9 /s/ William A. Mundell

10 CHAIRMAN

/s/ Marc Spitzer

COMMISSIONER

COMMISSIONER

11 IN WITNESS WHEREOF, I, BRIAN C. McNEIL,  
12 Executive Secretary of the Arizona Corporation  
13 Commission, have hereunto set my hand and caused the  
14 official seal of the Commission to be affixed at the  
15 Capitol, in the City of Phoenix, this 30th day of  
16 September, 2002.

17 /s/ Michael Kearns, for BCM

18 BRIAN C. McNEIL  
19 Executive Secretary

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21  
22 DISSENT

23 This document is available in alternative formats by contacting Shelly M. Hood, Executive  
24 Assistant to the Executive Secretary, voice phone number 602-542-3931, E-mail  
25 shood@cc.state.az.us.

26 AJL

**CONSENT TO ENTRY OF ORDER**

1. David Carroll Loach (“LOACH”) admits the jurisdiction of the Commission over the subject matter of this proceeding and over the person of LOACH. LOACH acknowledges that he has been fully advised of his right to a hearing to present evidence and call witnesses, and LOACH knowingly and voluntarily waives any and all rights to a hearing before the Commission and all other rights otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. LOACH acknowledges that this Order to Cease and Desist, Order of Revocation, Order for Administrative Penalty, and Consent to Same by: David Carroll Loach (“Order”) constitutes a valid final order of the Commission.

2. LOACH knowingly and voluntarily waives any right under Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief resulting from the entry of this Order.

3. LOACH acknowledges and agrees that this Order is entered into freely and voluntarily, and that no promise was made or coercion used to induce such entry.

4. LOACH acknowledges that he has been represented by counsel in this matter, he has reviewed this Order with his attorney, and LOACH understands all terms the Order contains.

5. LOACH admits, only for purposes of this proceeding and any other administrative proceeding before the Commission or any other agency of the state of Arizona, the Findings of Fact and Conclusions of Law contained in this Order.

6. By consenting to the entry of this Order, LOACH agrees not to take any action or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding of Fact or Conclusion of Law in this Order or creating the impression that this Order is without factual basis. LOACH will undertake steps necessary to assure that all of his agents and employees understand and comply with this agreement.

7. While this Order settles this administrative matter between LOACH and the Commission, LOACH understands that this Order does not preclude the Commission from

1 instituting other administrative proceedings based on violations that are not addressed by this  
2 Order.

3 8. LOACH understands that this Order does not preclude the Commission from referring  
4 this matter to any governmental agency for administrative, civil, or criminal proceedings that may  
5 be related to the matters addressed by this Order.

6 9. LOACH understands that this Order does not preclude any other agency or officer of  
7 the state of Arizona or its subdivisions from instituting administrative, civil or criminal  
8 proceedings that may be related to matters addressed by this Order.

9 10. LOACH agrees that he will not apply to the state of Arizona for registration as a  
10 securities dealer or salesman or for licensure as an investment adviser or investment adviser  
11 representative, for a period of not less than five years from the effective date of this Order.

12 11. LOACH agrees that he will not exercise any control over any entity that offers or sells  
13 securities or provides investment advisory services, within or from Arizona, unless and until he  
14 becomes registered as a securities salesman or dealer, or licensed as an investment adviser or  
15 investment adviser representative.

16 12. LOACH preserves his right to invoke the privilege against self-incrimination, and  
17 otherwise preserves his rights under the Fifth Amendment to the United States Constitution. Apart  
18 from the reservation just specified, LOACH agrees that he will cooperate with the Securities  
19 Division including, but not limited to, providing complete and accurate testimony at any hearing in  
20 this matter and cooperating with the state of Arizona in any related investigation or any other  
21 matters arising from the activities described in this Order.

22 13. LOACH agrees that he will not make demand upon Ecodom, or any successor entity,  
23 or upon Zeev Tchetchik, for issuance of any securities to LOACH as compensation for his selling  
24 activity described above in this Order, and LOACH agrees that he will not accept or receive title to  
25 any securities that may be tendered to him as compensation for such selling activity. However,  
26 nothing in this Order is intended to abrogate or impair in any manner, LOACH's claim that he

owns, and has the right to receive a certificate evidencing ownership of, 8,333 common shares of Ecodom, which he purchased by delivering funds to Ecodom in the amount of \$25,000 cash, prior to August, 2001.

14. LOACH agrees that he will not make demand upon Ecodom, or any successor entity, or upon Zeev Tchetchik, for payment of any money to LOACH as compensation for his selling activity described above in this Order, or as repayment of any "loan" which LOACH made to Ecodom in the form of refraining from demanding payment of commissions, and LOACH agrees that he will not accept or receive money that may be tendered to him as compensation for such selling activity. However, nothing in this Order is intended to abrogate or impair in any manner, LOACH's claim that he is entitled to be repaid monies that he loaned to Ecodom or to Zeev Tchetchik in the form of cash.

15. LOACH consents to the entry of this Order and agrees to be bound fully by its terms and conditions. If LOACH breaches any provision of this Order, the Commission may vacate this Order and restore this case to its active docket.

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16. No admission in this Order, including the Consent, shall be deemed an admission unless the Commission accepts and enters this Order, because said admissions are negotiated items which LOACH shall accept as findings of fact only in the event the Commission accepts the Order in full.

DAVID CARROLL LOACH

SUBSCRIBED AND SWORN TO BEFORE me this \_\_\_\_ day of \_\_\_\_\_, 2002.

NOTARY PUBLIC

My Commission Expires:

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